

NON-SOLICIT AGREEMENT

This agreement is made on _____ between the parties: ABC Company ("ABC") and XYZ Company ("XYZ") both located in the County of _____, California.

The parties agree to all the conditions and obligations as follows:

1. XYZ agrees not to solicit business from any of ABC's customers or a customer of ABC's customers which XYZ has come into contact with while doing business with ABC, unless the customer in question was already a XYZ customer or a customer of a XYZ customer at the time of the first contracted service.
2. ABC and its sales force shall not use any printed projects produced by XYZ by ABC for any sales or promotional purposes including samples for other ABC customers or prospects, etc.
3. ABC will instruct its employees that it is unacceptable to use, give away, distribute, or sell XYZ's customers' products under any circumstances outside of the performance of their duties at ABC.
4. ABC agrees that its employees will not solicit business from any XYZ customer or a customer of a XYZ customer for projects of the same nature which XYZ has contracted with ABC for services unless the customer in question was already a ABC customer or a customer of a ABC customer at the time of contracted services.
5. If for any reason ABC and XYZ cease doing business with each other, both companies and their employees must wait 12 months from the date of the last transaction between the companies before approaching any of each others customers or customers of customers for business. The waiting period is limited only to the specific type of projects the companies had worked on together.

Dated: _____

ABC Company

By: _____
President

Dated: _____

XYZ Company

By: _____
President